Form 3160-3 (August 1999)

3a. Address 11002 E. 17500 S. VERNAL, UT 84078

At surface

UNITED STATES DEPARTMENT OF THE INTERIOR

FORM APPROVED OMB No. 1004-0136 Expires November 30, 2000

^ ^			AND MANA			5. Lease Serial No. UTU-28652
01	APPLICAT	ION FOR PE	RMIT TO DE	RILL OR REENTE	र	6. If Indian, Allottee or Tribe Name
la. Type of Work:	⊠ DRILL	☐ REENTER	CC	NFIDEN	TIAL	7. If Unit or CA Agreement, Name and No.
1b. Type of Well:	☑ Oil Well	☐ Gas Well	Other	Single Zone	☐ Multiple Zone	8. Lease Name and Well No. GB 4G-21-8-22
	or AH ENERGY	INC.	Contact: JOHN E-Mail: ji	BUSCH busch@shenandoahenerg	y.com	9. API Well No. 43-047-34882
SHENANDO	AH ENERGY	INC.			y.com	

Fx: 435.781.4323

3b. Phone No. (include area code) Ph: 435.781.4341

11. Sec., T., R., M., or Blk. and Survey or Area

13. State

UT

4441399 Y 40,11444 NWNW 600FNL 574FWL 632015X -109,45091 At proposed prod. zone

4. Location of Well (Report location clearly and in accordance with any State requirements.*)

Sec 21 T8S R22E Mer SLB

10. Field and Pool, or Exploratory NATURAL BUTTES

 Distance in miles and direction from nearest town or post office*
 MILES SOUTHWEST OF REDWASH, UTAH 15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any)

16. No. of Acres in Lease 1920.00

17. Spacing Unit dedicated to this well 40.00

18. Distance from proposed location to nearest well, drilling,

19. Proposed Depth

20. BLM/BIA Bond No. on file

completed, applied for, on this lease, ft.

5100 MD

UT-1237

12. County or Parish

UINTÁH

21. Elevations (Show whether DF, KB, RT, GL, etc. 4862 KB

22. Approximate date work will start

23. Estimated duration 10 DAYS

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

1. Well plat certified by a registered surveyor.

 A Drilling Plan.
 A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).

4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).

Operator certification

Such other site specific information and/or plans as may be required by the authorized officer.

(Electronic Submission)	Name (Printed/Typed) JOHN BUSCH	Date 01/09/2003
OPERATIONS A	aroval of this	
Approved(b) (Signature)	Pederal Apple Ces Name (Printed/Typed) BRADLEY G. HILL	Date 92-03-53
THE THE	Office NVIRONMENTAL SCIENTIST III	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #17453 verified by the BLM Well Information System For SHENANDOAH ENERGY INC., sent to the Vernal

RECEIVED JAN 1 7 2003

DIV. OF OIL, GAS & MINING

T8S, R22E, S.L.B.&M. 1967 N89°56'38"W - 5149.96' (Meas.) Brass Cap Brass Can 574 GB #4G-21-8-22 Elev. Ungraded Ground = 4850' 1967 Brass Cap 1.2' High, Pile of Stones 5' WLY Bross Cap 2602.12' (Meas.) Brass eline, F (6.L.0.) S89'35'16"W - 2640.34' (Meas.) S89'46'20"W - 2646.38' (Meas.) 1967 Brass Cap 1.5' High, E-W (NAD 83) LEGEND: LATITUDE = 40.06'52.12" (40.114478) = 90° SYMBOL LONGITUDE = $109^{27}05.83$ " (109.451619) = PROPOSED WELL HEAD. = SECTION CORNERS LOCATED. = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

SHENANDOAH ENERGY, INC.

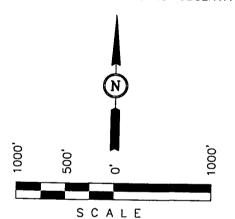
Well location, GB #4G-21-8-22, located as shown in the NW 1/4 NW 1/4 of Section 21, T8S, R22E, S.L.B.&M. Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK 20EAM LOCATED IN THE SE 1/4 OF SECTION 35, T8S, R21E, S.L.B.&M. TAKEN FROM THE OURAY SE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4697 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAN WAS PREPARED FRO FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER OX SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO BEST OF MY KNOWLEDGE AND BELIEF

1967 Brass Cap 1.1' High, Set Stone, Fence Corner REGISTRED LAND SORVEYOR REGISTRATION NO. 161319

UINTAH ENGINEERING & LAND SURVEYING 85 SOUTH 200 EAST - VERNAL, UTAH 84078

(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: DATE DRAWN: 11-19-02 11-21-02
PARTY K.S. D.A. J.A. D.C	OX G.L.O. PLAT
WEATHER WARM	FILE SHENANDOAH ENERGY INC

SHENANDOAH ENERGY INC. GLEN BENCH 4G-21-8-22 600' FNL, 574' FWL NWNW, 21, T8S, R22E UINTAH COUNTY, UTAH LEASE # UTU- 28652

ONSHORE ORDER NO. 1

MULTI - POINT SURFACE USE & OPERATIONS PLAN

Shenandoah Energy Inc. will follow same stips as approved for the OU GB 4W-21-8-22.

1. Existing Roads:

The proposed well site is approximately 13 miles Southwest of Redwash, Utah.

Refer to Topo Maps A and B for location of access roads within a 2 - mile radius.

There will be no improvements made to existing access roads.

2. Planned Access Roads:

Please see Shenandoah Energy Inc. Standard Practices for Green River Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

Refer to Topo Map B for the location of the proposed access road.

3. Location of Existing Wells Within a 1 – Mile Radius:

Please refer to Topo Map C.

4. Location of Existing & Proposed Facilities:

Please see Shenandoah Energy Inc. Standard Practices for Green River Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

Refer to Topo Map D for the location of the proposed pipeline.

5. Location and Type of Water Supply:

Please see Shenandoah Energy Inc. Standard Practices for Green River Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

6. Source of Construction Materials:

Please see Shenandoah Energy Inc. Standard Practices for Green River Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

7. Methods of Handling Waste Materials:

Please see Shenandoah Energy Inc. Standard Practices for Green River Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

8. Ancillary Facilities:

Please see Shenandoah Energy Inc. Standard Practices for Green River Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

9. Well Site Layout: (See Location Layout Diagram)

The attached Location Layout Diagram describes drill pad cross-sections, cuts and fills and locations of the mud tanks, reserve pit, flare pit, pipe racks, trailer parking, spoil dirt stockpile(s), and surface material stockpile(s).

Please see the attached diagram to describe rig orientation, parking areas, and access roads.

A pit liner is required.

10. Plans for Reclamation of the Surface:

Please see Shenandoah energy Inc. Standard Operating Practices for Green River Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Township 07 and 08 South, Ranges 21 to 24 East.

Seed mix #4.

11. Surface Ownership:

The well pad and access road are located on lands owned by:

Bureau of Land Management 170 South 500 East Vernal, Utah 84078 (435) 781-4400

12. Other Information

A Class III archaeological survey was conducted by Montgomery Archaeology Consultants. A copy of this report was submitted directly to the appropriate agencies by Montgomery Archaeology Consultants. Cultural resource clearance was recommended for this location.

John Busch
Red Wash Operations Rep.
Shenandoah Energy Inc.
11002 East 17500 South
Vernal, Utah 84078
(435) 781-4341

Certification:

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil & Gas Orders, the approved plan of operations, and any applicable Notice to Lessees.

Shenandoah Energy Inc. will be fully responsible for the actions of their subcontractors.

A complete copy of the approved Application for Permit to Drill will be furnished to the field representative(s) to ensure compliance and shall be on location during all construction and drilling operations.

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which currently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed by Shenandoah Energy Inc. its' contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

	*
Lot Burch	00.1
John Busch	09-Jan-03
Red Wash Operations Representative	Date

Additional Operator Remarks:

Shenandoah Energy Inc. proposes to drill a well to 51000' to test the Green River. If productive, casing will be run and the well completed. If dry, the well will be plugged and abandoned as per BLM and State of Utah requirements.

Please see Shenandoah Energy Inc. Standard Operating Practices for Green River Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 and 24 East.

See Onshore Order No. 1 attached

Please be advised that Shenandoah Energy Inc. agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

Bond coverage for this well is provided by Bond No. UT-1237. The principal is Shenandoah Energy Inc. via surety as consent as provided for the 43 CFR 3104.2.

SHENANDOAH ENERGY, INC.

GB #4G-21-8-22 LOCATED IN UINTAH COUNTY, UTAH **SECTION 21, T8S, R22E, S.L.B.&M.**

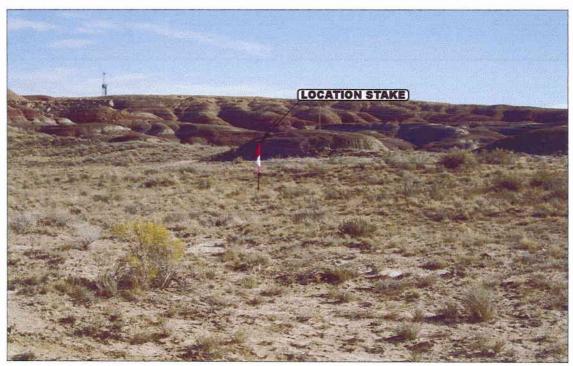


PHOTO: VIEW OF LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHERLY

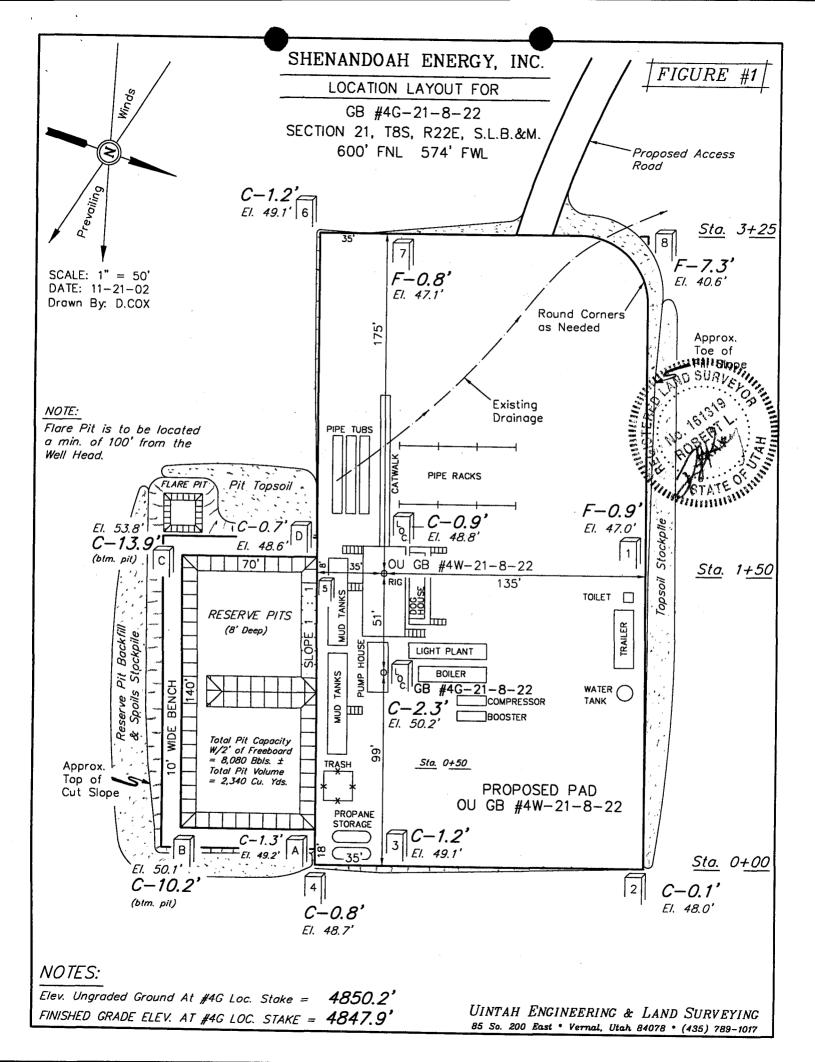


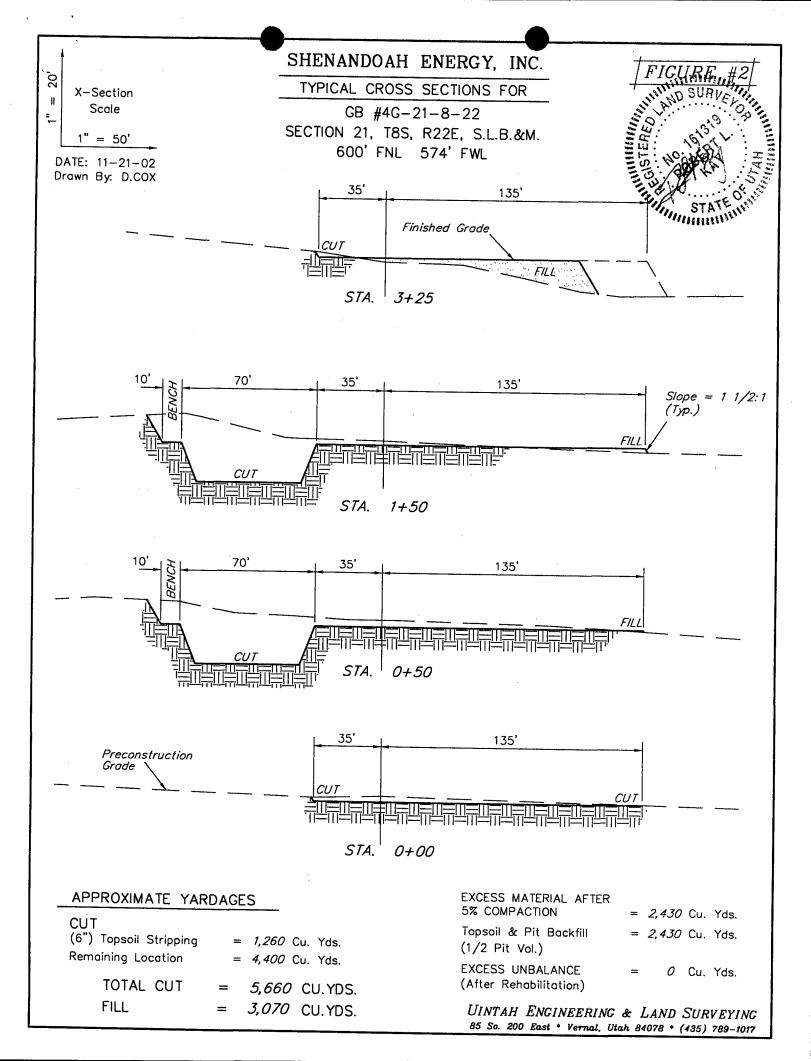
Uintah Engineering & Land Surveying S South 200 East Vernal, Utah 84078 435-789-1017 uels@uelsinc.com

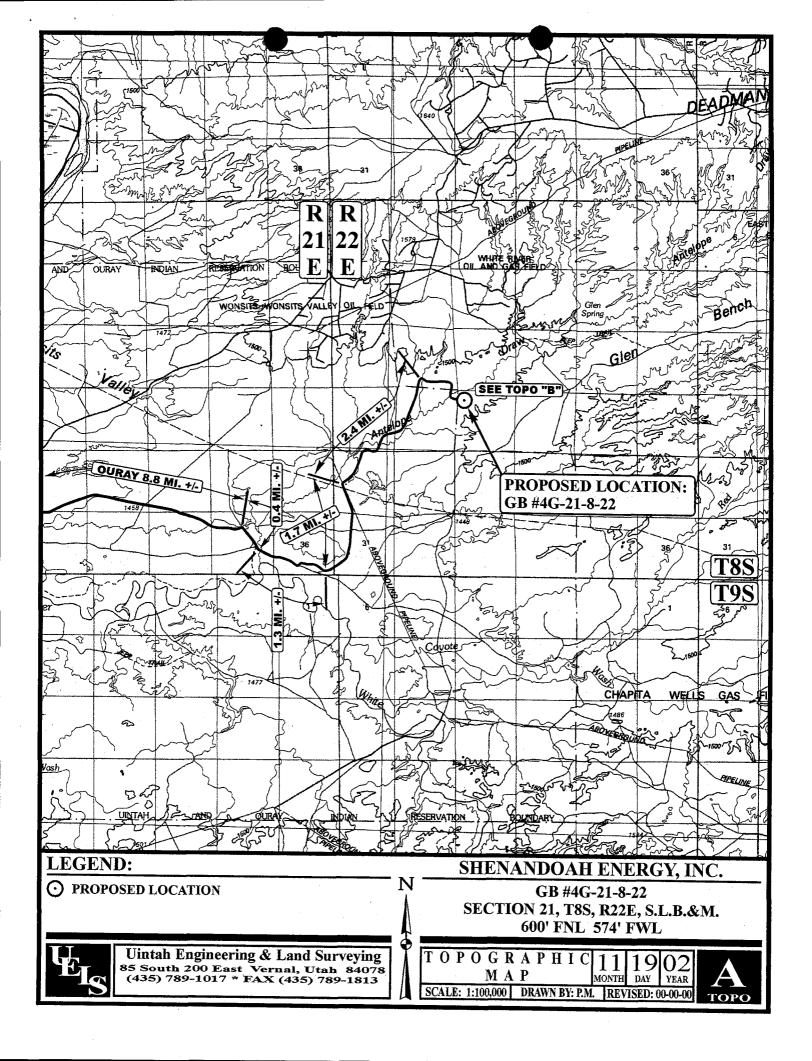
LOCATION PHOTOS

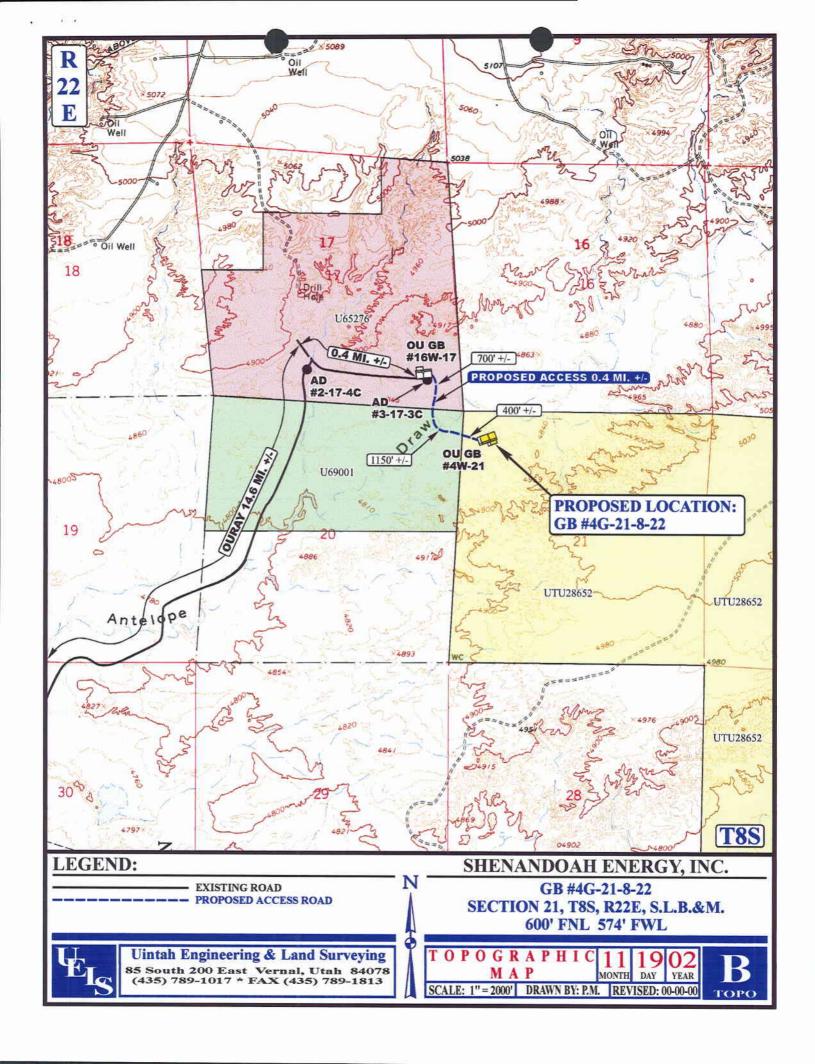
TAKEN BY: D.A. | DRAWN BY: P.M. | REVISED: 00-00-00

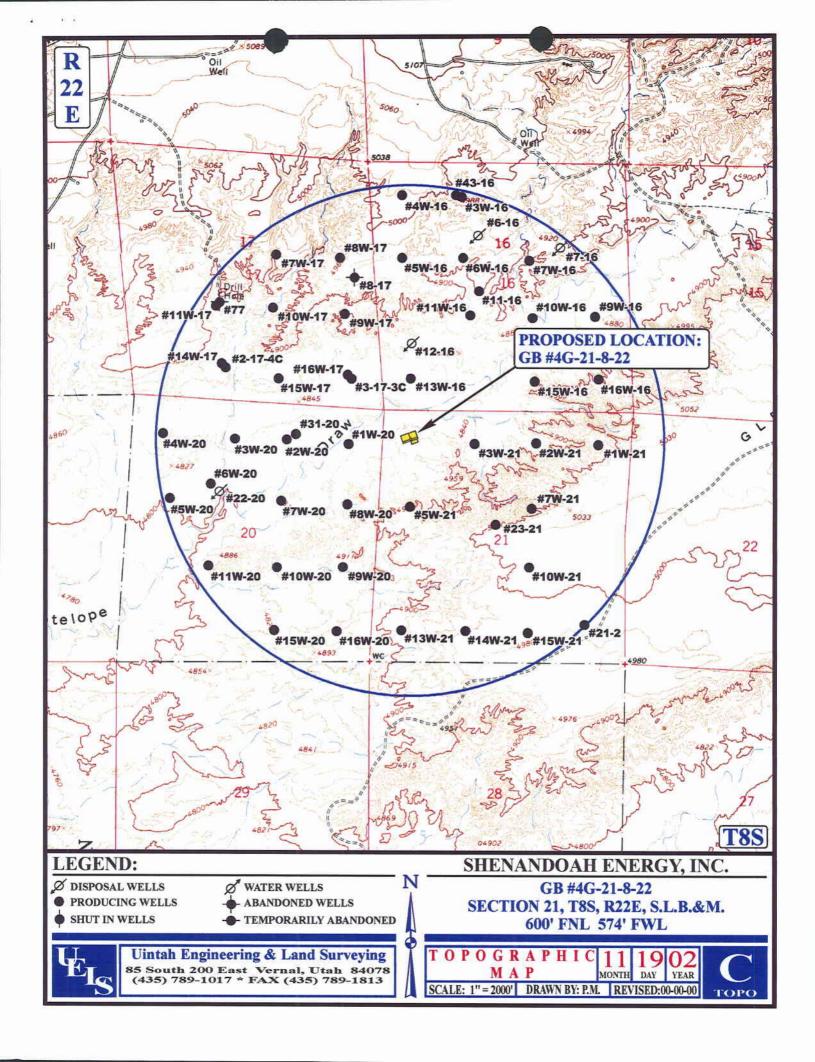
РНОТО





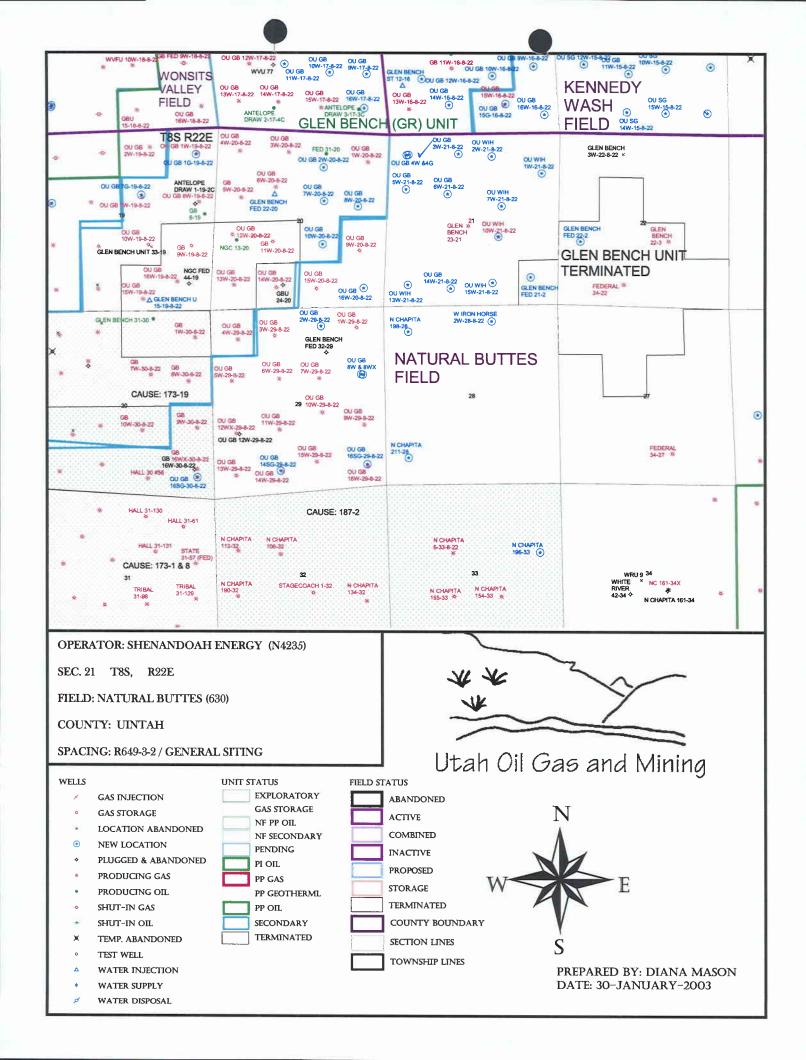






WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 01/17/2003	API NO. ASSIGNED: 43-047-34882
WELL NAME: GB 4G-21-8-22	
OPERATOR: SHENANDOAH ENERGY INC (N4235)	
CONTACT: JOHN BUSCH	PHONE NUMBER: 435-781-4341
PROPOSED LOCATION: NWNW 21 080S 220E	INSPECT LOCATN BY: / /
SURFACE: 0660 FNL 0574 FWL	Tech Review Initials Date
BOTTOM: 0660 FNL 0574 FWL UINTAH	Engineering
NATURAL BUTTES (630)	Geology
LEASE TYPE: 1 - Federal LEASE NUMBER: UTU-28652	Surface
SURFACE OWNER: 1 - Federal	LATITUDE: 40.11444
PROPOSED FORMATION: GRRV	LONGITUDE: 109.45091
Plat Plat Bond: Fed[1] Ind[] Sta[] Fee[] (No. UT-1237) Potash (Y/N) Oil Shale 190-5 (B) or 190-3 or 190-13 Water Permit (No. 43-8496) RDCC Review (Y/N) (Date:) Fee Surf Agreement (Y/N)	LOCATION AND SITING: R649-2-3. Unit R649-3-2. General
SOP, Seperate fice STIPULATIONS: 1- foder a approach 2- Spaing Stip)
- Space 11	



SHENANDOAH ENERGY INC. GB 4G-21-8-22

ONSHORE OIL & GAS ORDER NO. 1 Approval of Operations on Onshore Federal Oil and Gas Leases

All lease and/or unit operations will be conducted in such a manner that full compliance is made with applicable laws, regulations (43 CFR 3100), Onshore Oil and Gas No. 1, and the approved plan of operations. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished the field representative to insure compliance.

1. Formation Tops

The estimated tops of important geologic markers are as follows:

Formation	Depth
Uinta	Surface
Green River	2429
Mahogany Ledge	3284
Mesa	4909
TD (Green River)	5100

2. Anticipated Depths of Oil, Gas, Water and Other Mineral Bearing Zones

The estimated depths at which the top and bottom of the anticipated water, oil, gas or other mineral bearing formations are expected to be encountered are as follows:

Substance	Formation	Depth
Oil/Gas	Green River	5100

All fresh water and prospectively valuable minerals encountered during drilling, will be recorded by depth and adequately protected. All oil and gas shows will be tested to determine commercial potential.

All water shows and water-bearing sands will be reported to the BLM in Vernal, Utah. Copies of State of Utah form OGC-8-X are acceptable. If no flows are detected, samples will be submitted to the BLM along with any water analyses conducted.

3. Anticipated Bottom Hole Pressures

Maximum anticipated bottom hole pressure equals approximately 2040.0 psi.

RECEIVED

JAN 2 8 2003

Michael O. Leavitt Governor Robert L. Morgan Executive Director Lowell P. Braxton Division Director 1594 West North Temple, Suite 1210 PO Box 145801 Salt Lake City, Utah 84114-5801 (801) 538-5340 telephone (801) 359-3940 fax (801) 538-7223 TTY www.nr.utah.gov

February 3, 2003

Shenandoah Energy Inc. 11002 E 17500 S Vernal, UT 84078

Re:

Glen Bench 4G-21-8-22 Well, 660' FNL, 574' FWL, NW NW, Sec. 21, T. 8 South,

R. 22 East, Uintah County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann.§ 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-34882.

Sincerely,

Associate Director

pb

Enclosures

cc:

Uintah County Assessor

Bureau of Land Management, Vernal District Office



Operator:		Shenandoah Energy Inc.		
Well Name & Number_		Glen Bench 4G-21-8-22		
API Number:		43-047-34882	•	
Lease:		UTU-28652		
Location: NW NW	Sec. 21	T. 8 South	R.	22 East

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

• Contact Dan Jarvis at (801) 538-5338

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

- 4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.
- 5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

UNITED STATES DEPARTMENT OF THE INTERIOR BUREAU OF LAND MANAGEMENT

FORM APPROVED OMB No. 1004-0136 Expires November 30, 2000

BUREAU OF LAND		5. Lease Serial No. UTU-28652
0 0 5 APPLICATION FOR PERMIT	TO DRILL OR REENTER	6. If Indian, Allottee or Tribe Name
Ia. Type of Work: ☐ DRILL ☐ REENTER	CONFIDENTIAL	7. If Unit or CA Agreement, Name and No.
1b. Type of Well: ☑ Oil Well ☐ Gas Well ☐ Oth		8. Lease Name and Well No. GB 4G-21-8-22
2. Name of Operator Contact: SHENANDOAH ENERGY INC.	JOHN BUSCH E-Mail: jbusch@shenandoahenergy.com	9. API Well No.
3a. Address 11002 E. 17500 S. VERNAL, UT 84078	3b. Phone No. (include area code) Ph: 435.781.4341 Fx: 435.781.4323	10. Field and Pool, or Exploratory NATURAL BUTTES
Location of Well (Report location clearly and in accorded At surface NWNW 600FNL 574FWL At proposed prod. zone	JAN 18 RECT	11. Sec., T., R., M., or Blk. and Survey or Area Sec 21 T8S R22E Mer SLB
 Distance in miles and direction from nearest town or post MILES SOUTHWEST OF REDWASH, UTAH 	office*	12. County or Parish UINTAH 13. State
 Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 527' +/- 	16. No. of Acres in Lease 1920.00	17. Spacing Unit dedicated to this well 40.00
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 2000' +/-	19. Proposed Depth 5100 MD	20. BLM/BIA Bond No. on file UT-1237
21. Elevations (Show whether DF, KB, RT, GL, etc. 4862 KB	22. Approximate date work will start	23. Estimated duration 10 DAYS
	24. Attachments	
The following, completed in accordance with the requirements of	f Onshore Oil and Gas Order No. 1, shall be attached to	this form:
 Well plat certified by a registered surveyor. A Drilling Plan. A Surface Use Plan (if the location is on National Forest Syst SUPO shall be filed with the appropriate Forest Service Of 	Item 20 above). Sem Lands, the 5. Operator certification	ons unless covered by an existing bond on file (see formation and/or plans as may be required by the
25. Signature (Electronic Submission)	Name (Printed/Typed) JOHN BUSCH	Date 01/09/2003
Title OPERATIONS 11		j j
Approved by (Signature)	Name (Printed/Typed)	Date

Mineral Resources

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Office

Conditions of approval, if any, are attached.

NOTICE OF APPROVAL

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

RECEIVED

Electronic Submission #17453 verified by the BLM Well Information System For SHENANDOAH ENERGY INC., sent to the Vernal Committed to AFMSS for processing by LESLIE WALKER on 01/14/2003 ()

MAR 0 3 2003

DIV. OF OIL, GAS & MINING

CONDITIONS OF APPROVAL ATTACHED

** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL **

032W0694AG

nx nn

COAs Page 1 of 3 Well No.: GB 4G-21-8-22

CONDITIONS OF APPROVAL APPLICATION FOR PERMIT TO DRILL

Company/Operator: Shenandoah Energy Inc.
Well Name & Number: GB 4G-21-8-22
API Number: 43-047-34882
Lease Number: <u>U-28652</u>
Location: NWNW Sec. 21 T.8S R. 22E
Agreement: N/A

For more specific details on notification requirements, please check the Conditions of Approval for Notice to Drill and Surface Use Program.

CONDITIONS OF APPROVAL

Approval of this application does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Be aware fire restrictions may be in effect when location is being constructed and/or when well is being drilled. Contact the appropriate Surface Management Agency for information.

Casing Program and Auxiliary Equipment

As a minimum requirement, the cement behind the production casing must extend 200' above the top of the Green River formation identified at ± 2437 '.

Coring, Logging and Testing Program

Daily drilling and completion progress reports shall be submitted to this office on a weekly basis.

Please submit to this office, in LAS format, an electronic copy of all logs run on this well This submission will replace the requirement for submittal of paper logs to the BLM.

COAs Page 2 of 3 Well No.: GB 4G-21-8-22

Other Information

In the event after-hours approvals are necessary, you must contact one of the following individuals:

Ed Forsman

(435) 828-7874

Petroleum Engineer

Kirk Fleetwood

(435) 828-7875

Petroleum Engineer

BLM FAX Machine (435) 781-4410

COAs Page 3 of 3 Well No.: GB 4G-21-8-22

CONDITIONS OF APPROVAL FOR THE SURFACE USE PROGRAM OF THE APPLICATION FOR PERMIT TO DRILL

-See the conditions of approval for GB 4W-21-8-21.



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office P.O. Box 45155 Salt Lake City, UT 84145-0155

In Reply Refer To: 3106 (UT-924)

July 21, 2003

Memorandum

To:

Yernal Field Office

From:

Chief, Branch of Minerals Adjudication

Subject:

Name Change Approval

Attached is an approved copy of the name change from BLM-Eastern States, which is recognized by the Utah State Office. We have updated our records to reflect:

The name change from Shenandoah Energy Incorporated into QEP Uinta Basin, Incorporated is effective July 23, 1999. The BLM Bond Number is ESB000024.

Mary Higgins

Acting Chief, Branch of Minerals Adjudication

Enclosure

- 1. Eastern States Letter
- 2. List of leases

cc:

MMS, James Sykes, PO Box 25165, M/S 357 B1, Denver CO 80225 State of Utah, DOGM, Earlene Russell (Ste. 1210), Box 145801, SLC UT 84114 Teresa Thompson (UT-922) Joe Incardine (UT-921)

RECEIVED

JUL 2 9 2003

Exhibit of Leases

UTSL-065342	UTU-0825	UTU-65472	UTU-74971
UTSL-065429	UTU-0826	UTU-65632	UTU-74972
UTSL-066409-A	UTU-0827	UTU-67844	UTU-75079
UTSL-066446	UTU-0828	UTU-68217	UTU-75080
UTSL-066446-A	UTU-0829	UTU-68218	UTU-75081
UTSL-066446-B	UTU-0830	UTU-68219	UTU-75082
UTSL-066791	UTU-0933	UTU-68220	UTU-75083
UTSL-069330	UTU-0971	UTU-68387	UTU-75084
UTSL-070932-A	UTU-0971-A	UTU-68620	UTU-75085
UTSL-071745	UTU-01089	UTU-69001	UTU-75086
UTSL-071963	UTU-02025	UTU-70853	UTU-75087
UTSL-071964	UTU-02030	UTU-70854	UTU-75088
UTSL-071965	UTU-02060	UTU-70855	UTU-75102
	UTU-02148	UTU-70856	UTU-75103
UTU-046	UTU-02149	UTU-71416	UTU-75116
UTU-055	UTU-02510-A	UTU-72066	UTU-75243
UTU-057	UTU-09613	UTU-72109	UTU-75503
UTU-058 [*]	UTU-09617	UTU-72118	UTU-75678
UTU-059	UTU-09809	UTU-72598	UTU-75684
UTU-080	UTU-011225-B	UTU-72634	UTU-76278
UTU-081	UTU-011226	UTU-72649	UTU-75760
UTU-082	UTU-011226-B	UTU-73182	UTU-75939
UTU-093	UTU-012457	UTU-73443	UTU-76039
UTU-0116	UTU-012457-A	UTU-73456	UTU-76482
UTU-0558	UTU-018260-A	UTU-73680	UTU-76507
UTU-0559	UTU-022158	UTU-73681	UTU-76508
UTU-0560	UTU-025960	UTU-73684	UTU-76721
UTU-0561	UTU-025962	UTU-73686	UTU-76835
UTU-0562	UTU-025963	UTU-73687	UTU-77063
UTU-0566	UTU-029649	UTU-73698	UTU-77301
UTU-0567	UTU-65471	UTU-73699	UTU-77308
UTU-0568	UTU-65472	UTU-73700	UTU-78021
UTU-0569	UTU-103144	UTU-73710	UTU-78028
UTU-0570	UTU-140740	UTU-73914	UTU-78029
UTU-0571	UTU-14219	UTU-73917	UTU-78214
UTU-0572	UTU-14639	UTU-74401	UTU-78215
UTU-0629 UTU-0802	UTU-16551	UTU-74402	UTU-78216
UTU-0803	UTU-28652	UTU-74407	UTU-80636
UTU0804	UTU-42050	UTU-74408	UTU-80637
UTU0805	UTU-43915	UTU-74419	UTU-80638
	UTU-43916	UTU-74493	UTU-80639
UTU0806 UTU0807	UTU-43917	UTU-74494	UTU-80640
UTU0809	UTU-43918	UTU-74495	
UTU0810	UTU-56947	UTU-74496	
UTU-0823	UTU-65276	UTU-74836	
UTU-0824	UTU-65404	UTU-74842	
010-0024	UTU-65471	UTU-74968	

'OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH 2. CDW

3. FILE

006

Change of Operator (Well Sold)

Designation of Agent/Operator

X Operator Name Change

Merger

The operator of the well(s) listed below has changed, effective:	2/1/2003
FROM: (Old Operator):	TO: (New Operator):
N4235-Shenandoah Energy Inc 11002 E 17500 S Vernal, UT 84078-8526	N2460-QEP Uinta Basin Inc 11002 E 17500 S Vernal, UT 84078-8526
Phone: (435) 781-4341	Phone: (435) 781-4341
CA No.	Unit:

•	Y	L	رسار،	L	(3)
5			Æ		

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS	Confid
BASER WASH 6W-7-7-22	07	070S	220E	4304734837		Federal	GW	APD	С
GYPSUM HILLS 13HG-17-8-21	17	+		4304734723	13765	Federal	GW	DRL	C
OU GB 13W-10-8-22	10	080S	220E	4304734754	· · · · · · · · · · · · · · · · · · ·	Federal	GW	P	C
OU SG 10W-10-8-22	10	080S	220E	4304734764		Federal	GW	DRL	C
OU SG 15W-10-8-22	10	080S	220E	4304734765	13849	Federal	GW	DRL	C
OU GB 14W-10-8-22	10	080S	220E	4304734768	13781	Federal	GW	P	C
OU SG 16W-10-8-22	. 10	080S	220E	4304734784	13777	Federal	GW	P	С
OU SG 8W-15-8-22	15	080S	220E	4304734717	13819	Federal	GW	DRL	C
OU SG 9W-15-8-22	15	080S	220E	4304734718	13773	Federal	GW	P	С
OU SG 1W-15-8-22	15	080S	220E	4304734720		Federal	GW	APD	С
OU SG 2W-15-8-22	15	080S	220E	4304734721		Federal	GW	APD	C
OU SG 7W-15-8-22	15	080S	220E	4304734722		Federal	GW	APD	C
GB 5G-15-8-22	15	080S	220E	4304734876		Federal	OW	APD	C
OU GB 15G-16-8-22	16	080S	220E	4304734829		State	OW	DRL	<u> </u>
OU GB 6W-21-8-22	21	080S	220E	4304734755	13751	Federal	GW	P	C
GB 4G-21-8-22	21	080S	220E	4304734882		Federal	OW	APD	C
W IRON HORSE 2W-28-8-22	28	080S	220E	4304734883		Federal	GW	APD	C
OU GB 14SG-29-8-22	29		•	4304734743		Federal	GW	APD	C
OU GB 16SG-29-8-22	29			4304734744	13771	Federal	GW	DRL	C
OU GB 8WX-29-8-22	29	080S		4304734884		Federal	GW	APD	C
									<u> </u>

OPERATOR CHANGES DOCUMENTATION

Enter	date	atter	each	listed	item	is	compl	eted
-------	------	-------	------	--------	------	----	-------	------

1. (R649-8-10) Sundry or legal documentation was received from the FORMER operator on:

6/2/2003

2. (R649-8-10) Sundry or legal documentation was received from the NEW operator on: 6/2/2003

3. The new company was checked on the Department of Commerce, Division of Corporations Database on:

6/19/2003

4. Is the new operator registered in the State of Utah:

YES Business Number:

5292864-0151

5. If NO, the operator was contacted contacted on:

6. (R649-9-2)Waste Management Plan has been received on:	IN PLACE	_	
7.	Federal and Indian Lease Wells: The BLM and or the BIA or operator change for all wells listed on Federal or Indian leases on:		d the merger,	name change,
	of operator change for all wens fisted on redefat of findian leases on:	7/21/2003		
8.	Federal and Indian Units:			
	The BLM or BIA has approved the successor of unit operator for we	ells listed on:	7/21/2003	
9.	Federal and Indian Communization Agreements ("CA			
	The BLM or BIA has approved the operator for all wells listed within	in a CA on:	n/a	
10	. Underground Injection Control ("UIC") The Division	on has approved	UIC Form 5, T	ransfer of Authority to Inject
	for the enhanced/secondary recovery unit/project for the water dispose	al well(s) listed	on:	n/a
DA	ATA ENTRY:		-	
l.	Changes entered in the Oil and Gas Database on:	9/11/2003	-	
2.	Changes have been entered on the Monthly Operator Change Sprea	d Sheet on:	9/11/2003	
3.	Bond information entered in RBDMS on:	n/a		
4.	Fee wells attached to bond in RBDMS on:	n/a	<u> </u>	
ST	ATE WELL(S) BOND VERIFICATION:			
1.	State well(s) covered by Bond Number:	965-003-032	<u> </u>	
FF	DERAL WELL(S) BOND VERIFICATION:			
	Federal well(s) covered by Bond Number:	ESB000024	_	
IN	DIAN WELL(S) BOND VERIFICATION:			
1.	Indian well(s) covered by Bond Number:	799446	_	
FE	E WELL(S) BOND VERIFICATION:			
1.	(R649-3-1) The NEW operator of any fee well(s) listed covered by Bo	ond Number	965-003-033	
2.	The FORMER operator has requested a release of liability from their b	ond on:	n/a	
	The Division sent response by letter on:	n/a	_	
LE	CASE INTEREST OWNER NOTIFICATION:			
3.	(R649-2-10) The FORMER operator of the fee wells has been contacted of their responsibility to notify all interest owners of this change on:	ed and informedn/a	by a letter from	the Division
CC	MMENTS:			
		Control of the Contro		
				

SEI (N4235) to QEP (N2460)

	10	lm.	15	100014	-		T		
well_name	Sec	T	R	api DOGM	Entity	T 1 1	type	stat	-
WV 14W-4-8-21	04	080S	210E	4304734040		Federal	GW	APD	C
WV 16W-4-8-21	04	080S	210E	4304734041	1000=	Federal	GW	APD	C
WV 5W-36-7-21	36	070S	210E	4304734099	13807		GW	DRL	C
WV 16W-31-7-22	31	070S	220E	4304734257		Federal	GW	APD	C
RED WASH 16W-19-7-22	19	070S	220E	4304734258		Federal	GW	APD	C
WV 9W-16-7-21	16	070S	210E	4304734324		State	GW	APD	L
GH 6W-20-8-21	20	080S	210E	4304734331		Federal	GW	APD	C
WV 10W-23-8-21	23	080S	210E	4304734341	13766	Federal	GW	PA	C
WV 11W-23-8-21	23	080S	210E	4304734342		Federal	GW	APD	C
WV 13W-23-8-21	23	080S	210E	4304734344		Federal	GW	APD	C
WV 14W-23-8-21	23	080S	210E	4304734345		Federal	GW	APD	C
WV 15W-23-8-21	23	080S	210E	4304734346		Federal	GW	APD	C
WV 7W-31-7-22	31	070S	220E	4304734379		Federal	GW	APD	C
WV 9W-30-7-22	30	070S	220E	4304734381		Federal	GW	APD	C
WV 10W-25-7-21	25	070S	210E	4304734382		Federal	GW	APD	C
WV 10W-26-7-21	26	070S	210E	4304734383		Federal	GW	APD	C
WV 14W-30-7-22	30	070S	220E	4304734384	13750	Federal	GW	DRL	С
WV 15W-27-7-21	27	070S	210E	4304734385		Federal	GW	APD	C
GH 8W-20-8-21	20	080S	210E	4304734393		Federal	GW	APD	С
SU PURDY 3W-30-7-22	30	070S	220E	4304734394		Federal	GW	APD	C
STIRRUP UNIT 10G-5-8-22	05	080S	220E	4304734396		Federal	OW	APD	C
WV 10W-35-7-21	35	070S	210E	4304734397		Federal	GW	APD	C
WV 16G-6-8-22	06	080S	220E	4304734404		Federal	OW	APD	C
SU 4W-26-7-21	26	070S	210E	4304734408		Federal	GW	APD	С
STIRRUP U 12W-6-8-22	06	080S	220E	4304734449		Federal	GW	APD	C
STIRRUP U 10W-6-8-22	06	080S	220E	4304734451		Federal	GW	APD	C
STIRRUP U 8W-5-8-22	05	080S	220E	4304734453		Federal	GW	APD	C
STIRRUP U 6W-5-8-22	05	080S	220E	4304734454		Federal	GW	APD	С
WV EXT 10W-17-8-21	17	080S	210E	4304734561	13744	Federal	GW	P	c
STIRRUP U 7G-5-8-22	05	080S	220E	4304734609		Federal	ow	APD	C
STIRRUP U 9G-5-8-22	05	080S	220E	4304734610		Federal	ow	APD	C
STIRRUP U 9G-6-8-22	06	080S	220E	4304734611		Federal	ow	APD	C
OU GB 10W-16-8-22	16	080S	220E	4304734616		State	GW	APD	C
OU GB 14W-16-8-22	16	080S	220E	4304734619		State	GW	APD	C
OU GB 16W-20-8-22	20	080S	220E	4304734633		Federal			C
OU WIH 15W-21-8-22	21	080S	220E	4304734634			GW	APD	C
OU GB 8W-17-8-22	17	080S	220E	4304734647			GW	APD	C
OU GB 11W-15-8-22	15	080S	220E	4304734648	13822	Federal	GW	DRL	C
OU GB 16W-16-8-22	16	080S	220E	4304734655	13815		GW	DRL	C
OU GB 1W-16-8-22	16	080S	220E	4304734656	20010	State	GW	APD	C
OU GB 8W-16-8-22	16	080S	220E	4304734660	13769		GW	DRL	$\frac{1}{C}$
OU GB 3W-15-8-22	15	080S	220E	4304734677	10.07	Federal	GW	APD	C
OU GB 4W-21-8-22	21	080S	220E	4304734685	13772	Federal	GW	P	C
OU WIH 2W-21-8-22	21	080S	220E	4304734687		Federal	GW	PA	C
OU GB 9W-16-8-22	16	080S	220E	4304734692	13037	State	GW	APD	C
OU WIH 1W-21-8-22	21	080S	220E	4304734693		Federal	GW	APD	C
OU GB 7G-19-8-22	19	080S	220E	4304734694		Federal	OW	 	C
OU GB 5G-19-8-22	19	080S	220E	4304734695	12796	Federal	OW	APD P	C
OU GB 8W-20-8-22	20	080S	220E	· · · · · · · · · · · · · · · · · · ·	13780			-	
OU SG 14W-15-8-22	15	080S	220E	4304734706 4304734710	12921	Federal Federal	GW	APD	C
OU SG 15W-15-8-22	15	080S	220E	 				DRL	C
OU SG 16W-15-8-22	15			4304734711		Federal		DRL	C
OU SG 16W-15-8-22		080S	220E	4304734712		Federal		DRL	C
	15	080S	220E	4304734714		Federal		DRL	C
OU SG 12W-15-8-22	15	080S	220E	4304734714	13828	Federal		DRL	C
OU SG 5W-15-8-22	15	080S	220E	4304734715	13065	Federal		APD	C
OU SG 6W-15-8-22	15	080S	220E	4304734716		Federal		PA	C
OU SG 8W-15-8-22	15	080S	220E	4304734717	13819	Federal	[GW	DRL	C

SEI (N4235) to QEP (N2460)

3EI (114233) to QEF (112400)										
well_name	Sec	T	R	api DOGM	Entity		type	stat		
OU SG 9W-15-8-22	15_	080S	220E	4304734718	13773	Federal	ĞW	P	C	
OU SG 1W-15-8-22	15	080S	220E	4304734720		Federal	GW	APD	C	
OU SG 2W-15-8-22	15	080S	220E	4304734721		Federal	GW	APD	С	
OU SG 7W-15-8-22	15	080S	220E	4304734722			GW	APD	C	
GYPSUM HILLS 13HG-17-	17	080S	210E	4304734723	13765	Federal	GW	DRL	C	
OU GB 14SG-29-8-22	29	080S	220E	4304734743			GW	APD	C	
OU GB 16SG-29-8-22	29	080S	220E	4304734744	13771	Federal	GW	DRL	C	
OU GB 13W-10-8-22	10	080S	220E	4304734754		 	GW	P	C	
OU GB 6W-21-8-22	21	080S	220E	4304734755		Federal		P	C	
OU SG 10W-10-8-22	10	080S	220E	4304734764		Federal	GW	DRL	C	
OU SG 15W-10-8-22	10	080S	220E	4304734765	13849	Federal	GW	DRL	C	
OU GB 14W-10-8-22	10	080S	220E	4304734768		Federal	GW	P	C	
OU SG 16W-10-8-22	10	080S	220E	4304734784		Federal	GW	P	C	
OU GB 15G-16-8-22	16	080S	220E	4304734829		State	ow	DRL	Ť	
BASER WASH 6W-7-7-22	07	070S	220E	4304734837		Federal	GW	APD	c	
GB 5G-15-8-22	15	080S	220E	4304734876		Federal	ow	APD	C	
GB 4G-21-8-22	21	080S	220E	4304734882		Federal	OW	APD	c	
W IRON HORSE 2W-28-8-2	28	080S	220E	4304734883		Federal	GW	APD	C	
OU GB 8WX-29-8-22	29	080S	220E	4304734884		Federal	GW	APD	Č	
GB 7W-36-8-21	36	080S	210E	4304734893		State	GW	APD	H	
GB 3W-36-8-21	36	080S	210E	4304734894	13791	State	GW	DRL	+	
NC 8M-32-8-22	32	080S		4304734897		State	GW	APD	+	
NC 3M-32-8-22	32	080S	220E	4304734899		State	GW	APD	\vdash	
N DUCK CREEK 3M-27-8-2	27	080S	210E	4304734900		Federal	GW	APD	C	
N DUCK CREEK 9M-22-8-2	22	080S	210E	4304734901			GW	APD	C	
N DUCK CREEK 11M-22-8-	22	080S	210E	4304734902			GW	APD	C	
NDC 10W-25-8-21	25	080S	210E	4304734923			GW	APD	C	
GB 5W-36-8-21	36	080S	210E	4304734925	13808		GW	DRL	H	
GB 4W-36-8-21	36	080S	210E	4304734926		State	GW	APD	H	
WV EXT 1W-17-8-21	17	080S	210E	4304734927			GW	APD	c	
WV EXT 8W-17-8-21	17	080S	210E	4304734929	13792			DRL	Č	
NDC 11M-27-8-21	27	080S		4304734952			_	DRL	Č	
NDC 9M-27-8-21	27	080S	210E	4304734956		Federal		APD	Č	
NDC 1M-27-8-21	27	080S	210E	4304734957		Federal		APD	C	
NDC 15M-28-8-21	28	080S		4304734958		Federal		APD	Č	
NC 11M-32-8-22	32	080S		4304735040		State		NEW	H	
RED WASH U 34-27C	27	070S		4304735045		Federal		APD	C	
WRU EIH 10W-35-8-22	35	080S		4304735046	13544	Federal		DRL	C	
WRU EIH 9W-26-8-22	26	080S	220E	4304735047		Federal		APD	C	
WRU EIH 15W-26-8-22	26	080S		4304735048			GW	APD	C	
WRU EIH 1W-35-8-22		080S		4304735049				APD	C	
WRU EIH 9W-35-8-22	35	080S	220E	4304735050				APD	C	
WRU EIH 7W-35-8-22	35	080S	220E	4304735051		Federal		APD	C	
WRU EIH 2W-35-8-22	35	080S	220E	4304735052		Federal	_	APD	Č	
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State of Utah

Department of Natural Resources

Division of Oil, Gas & Mining

ROBERT L. MORGAN Executive Director

LOWELL P. BRAXTON
Division Director



OLENE S. WALKER Lieutenant Governor

January 5, 2004

Raleen Searle QEP Uinta Basin Inc. 11002 East 17500 South Vernal, Utah 84078

Re:

APD Rescinded - GB 4G-21-8-22, Sec. 21, T. 8S, R. 22E

Uintah County, Utah API No. 43-047-34882

Dear Ms. Searle:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on February 3, 2003. On December 31, 2003, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective December 31, 2003.

A new APD must be filed with this office for approval <u>prior</u> to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely.

Diana Whitney

Engineering Technician

cc: Well File

Bureau of Land Management, Vernal





United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal Field Office 170 South 500 East Vernal, Utah 84078-2799

Phone: (435) 781-4400 Fax: (435) 781-4410

IN REPLY REFER TO: 3160 UT08300

January 23, 2004

Raleen Searle QEP-Uinta Basin, Inc. 11002 East 175000 South Vernal, Utah 84078

Re:

Well No. GB 4G-21-8-22 NWNW, Sec. 21, T8S, R22E

Uintah County, Utah Lease No. U-28652

JAN 3 U 2004

Dear Raleen:

DIV. OF OIL, GAS & MINING

The Application for Permit to Drill (APD) the above referenced well has been rescinded as per sundry request received December 23, 2003. If you intend to drill at this location at a future date, a new APD must be submitted.

No drilling activity at this location has been reported to this office. Therefore, approval to drill the well is hereby rescinded, effective January 13, 2004.

If you have any questions concerning APD processing, please contact me at (435) 781-4497.

Sincerely, Lesla Walker

Leslie Walker

Legal Instruments Examiner

CC:

UDOGM